

ATTACHMENT 5

*Forty-Fifth Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and
Transportation Authority and the Employees Retirement System of the Government of the
Commonwealth of Puerto Rico to Deficient and Incorrect Debtor Claims:*

**Amended Exhibit D (Proposed Order) and Exhibit A (Schedule of Claims Subject to the
Forty-Fifth Omnibus Objection)**

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:
THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
Title III

No. 17 BK 3283-LTS

(Jointly Administered)

This filing relates to HTA and ERS.

ORDER GRANTING THE FORTY-FIFTH OMNIBUS OBJECTION (NON-SUBSTANTIVE) OF THE PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY AND THE EMPLOYEES RETIREMENT SYSTEM OF THE GOVERNMENT OF THE COMMONWEALTH OF PUERTO RICO TO DEFICIENT AND INCORRECT DEBTOR CLAIMS

Upon the *Forty-Fifth Omnibus Objection (Non-Substantive) of the Puerto Rico Highways and Transportation Authority and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico to Deficient and Incorrect Debtor Claims* (“Forty-Fifth Omnibus Objection”)² filed by the Puerto Rico Highways and Transportation Authority (“HTA”) and the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (the “ERS”), dated June 6, 2019, for entry of an order disallowing in their entirety certain claims filed

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA” and together with the Commonwealth, COFINA, HTA, and ERS, the “Debtors”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

² Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Forty-Fifth Omnibus Objection.

against HTA and ERS, as more fully set forth in the Forty-Fifth Omnibus Objection and supporting exhibits thereto; and the Court having jurisdiction to consider the Forty-Fifth Omnibus Objection and to grant the relief requested therein pursuant to PROMESA section 306(a); and venue being proper pursuant to PROMESA section 307(a); and due and proper notice of the Forty-Fifth Omnibus Objection having been provided to those parties identified therein, and no other or further notice being required; and each of the claims identified in Exhibit A hereto (collectively, the “Deficient and Incorrect Debtor Claims”) being partially deficient and partially filed in the wrong case; and the Court having determined that the relief sought in the Forty-Fifth Omnibus Objection is in the best interest of HTA, ERS, and their creditors, and all the parties in interest; and the Court having determined that the legal and factual bases set forth in the Forty-Fifth Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Forty-Fifth Omnibus Objection is GRANTED as set forth herein; and it is further

ORDERED that the claims identified in the column titled “Asserted” in Exhibit A hereto are hereby reclassified in part to be claims asserted against another of the Debtors, as set forth in the column titled “Corrected” in Exhibit A hereto; and it is further

ORDERED that the Debtors’ right to object to the Reclassified Claims is reserved; and it is further

ORDERED that Prime Clerk, LLC, is authorized and directed, in the official claims register in the Title III Cases, to move the portions of each of the Deficient and Incorrect Debtor Claims from the HTA Title III Case or ERS Title III Case, as applicable, to the Title III case(s) for another of the Debtors, as identified in the column titled “Corrected” in Exhibit A hereto; and it is further

ORDERED that, to the extent the Deficient and Incorrect Debtor Claims failed to provide a basis for asserting a claim against HTA or ERS, and thus are deficient, the claims are hereby disallowed; and it is further

ORDERED that Prime Clerk, LLC, is authorized and directed to delete the deficient portion of each of the Deficient and Incorrect Debtor Claims from the official claims register in the HTA Title III Case or ERS Title III Case, as applicable; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____

Honorable Judge Laura Taylor Swain
United States District Judge

EXHIBIT A

Schedule of Claims Subject to the Forty-Fifth Omnibus Objection

Forty-Fifth Omnibus Objection
Exhibit A - Incorrect Debtor + Deficient

| | | ASSERTED | | | CORRECTED | | |
|---|--|----------|--|-----------|-----------------|--------------------------------------|--------------------------------|
| NAME | CLAIM# | DEBTOR | PRIORITY STATUS | AMOUNT | DEBTOR | PRIORITY STATUS | AMOUNT |
| 1 | FUTURE HABITAT INC P.O BOX 1447 SABANA HOYOI, PR 00688 | 48810 | Employees Retirement System of the Government of the Commonwealth of Puerto Rico | Unsecured | Undetermined* | Puerto Rico Electric Power Authority | Unsecured Undetermined* |
| Reason: Proof of claim purports to asserts liabilities of an undetermined amount against ERS, but the proof of claim, supporting documentation, and/or review of the CUSIP information for the bond(s) at issue show that any liability for this portion of the claim would lie, if at all, under Puerto Rico Electric Power Authority. In addition, claimant purports to assert, in part, liability associated with bonds issued by the Puerto Rico Sales Tax Financing Corporation (“COFINA”) and failed to provide a basis for asserting a claim against ERS based on bonds issued by another of the Debtors. In addition, claimant purports to assert, in part, liabilities associated with mutual funds and/or bond(s) not issued by ERS or any of the other Title III debtors, and fails to provide any basis or supporting documentation for asserting a claim against ERS, such that the Debtors are unable to determine whether claimant has a valid claim against ERS or any of the other Title III debtors. | | | | | | | |
| 2 | FUTURE HABITAT, INC PO BOX 1447 SABANA HOYOS, PR 00688 | 33889 | Puerto Rico Highways and Transportation Authority | Unsecured | Undetermined* | Puerto Rico Electric Power Authority | Unsecured Undetermined* |
| Reason: Proof of claim purports to asserts liabilities of an undetermined amount against HTA, but the proof of claim, supporting documentation, and/or review of the CUSIP information for the bond(s) at issue show that any liability for this portion of the claim would lie, if at all, under Puerto Rico Electric Power Authority. In addition, claimant purports to assert, in part, liability associated with bonds issued by the Puerto Rico Sales Tax Financing Corporation (“COFINA”) and failed to provide a basis for asserting a claim against HTA based on bonds issued by another of the Debtors. In addition, claimant purports to assert, in part, liabilities associated with mutual funds and/or bond(s) not issued by HTA or any of the other Title III debtors, and fails to provide any basis or supporting documentation for asserting a claim against HTA, such that the Debtors are unable to determine whether claimant has a valid claim against HTA or any of the other Title III debtors. | | | | | | | |
| 3 | GUJAVARTY, KRISHNA 49 DOLPHIN LANE EAST COPIAGUE, NY 11726 | 4501 | Puerto Rico Highways and Transportation Authority | Unsecured | \$40,328.00 | Commonwealth of Puerto Rico | Unsecured \$25,000.00 |
| Reason: Proof of claim purports to asserts liabilities of \$25,000 against HTA, but the proof of claim, supporting documentation, and/or review of the CUSIP information for the bond(s) at issue show that any liability for this portion of the claim would lie, if at all, under Commonwealth of Puerto Rico. In addition, claimant purports to assert, in part, liability associated with bonds issued by the Puerto Rico Sales Tax Financing Corporation (“COFINA”) and failed to provide a basis for asserting a claim against HTA based on bonds issued by another of the Debtors. | | | | | | | |
| 4 | ORTIZ RAMIREZ DE ARELLANO, CECILE WASHINGTON 65 CONDADO SAN JUAN, PR 00907-2106 | 6039 | Puerto Rico Highways and Transportation Authority | Unsecured | \$4,033,100.00* | Commonwealth of Puerto Rico | Unsecured \$190,000.00* |
| | | | | | | Puerto Rico Electric Power Authority | Unsecured \$210,000.00* |
| | | | | | | Subtotal | \$400,000.00* |
| Reason: Proof of claim purports to asserts liabilities of \$400,000 against HTA, but the proof of claim, supporting documentation, and/or review of the CUSIP information for the bond(s) at issue show that any liability for this portion of the claim would lie, if at all, under Puerto Rico Electric Power Authority for \$210,000 and Puerto Rico Electric Power Authority for \$190,000. In addition, claimant purports to assert, in part, liability associated with bonds issued by the Puerto Rico Sales Tax Financing Corporation (“COFINA”) and failed to provide a basis for asserting a claim against HTA based on bonds issued by another of the Debtors. In addition, claimant purports to assert, in part, liabilities associated with mutual funds and/or bond(s) not issued by HTA or any of the other Title III debtors, and fails to provide any basis or supporting documentation for asserting a claim against HTA, such that the Debtors are unable to determine whether claimant has a valid claim against HTA or any of the other Title III debtors. In addition, proof of claim purports to assert, in part, liabilities associated with bond(s) and/or money loaned but fails to provide any basis or supporting documentation for asserting a claim against HTA, such that the Debtors are unable to determine whether claimant has a valid claim against HTA or any of the other Title III debtors. | | | | | | | |
| 5 | ORTIZ RAMIREZ DE ARELLANO, CECILE WASHINGTON 65 CONDADO SAN JUAN, PR 00907-2106 | 6142 | Employees Retirement System of the Government of the Commonwealth of Puerto Rico | Unsecured | \$4,033,100.00* | Commonwealth of Puerto Rico | Unsecured \$190,000.00* |
| | | | | | | Puerto Rico Electric Power Authority | Unsecured \$210,000.00* |
| | | | | | | Subtotal | \$400,000.00* |

* Indicates claim contains unliquidated and/or undetermined amounts

Forty-Fifth Omnibus Objection
Exhibit A - Incorrect Debtor + Deficient

| | | ASSERTED | | | CORRECTED | | |
|--|--|----------|--|------------------------------|--------------------------------------|-----------------|-------------|
| NAME | CLAIM# | DEBTOR | PRIORITY STATUS | AMOUNT | DEBTOR | PRIORITY STATUS | AMOUNT |
| Reason: Proof of claim purports to asserts liabilities of \$400,000 against ERS, but the proof of claim, supporting documentation, and/or review of the CUSIP information for the bond(s) at issue show that any liability for this portion of the claim would lie, if at all, under Puerto Rico Electric Power Authority for \$210,000 and Commonwealth of Puerto Rico for \$190,000. In addition, claimant purports to assert, in part, liability associated with bonds issued by the Puerto Rico Sales Tax Financing Corporation (“COFINA”) and failed to provide a basis for asserting a claim against ERS based on bonds issued by another of the Debtors. In addition, claimant purports to assert, in part, liabilities associated with mutual funds and/or bond(s) not issued by ERS or any of the other Title III debtors, and fails to provide any basis or supporting documentation for asserting a claim against ERS, such that the Debtors are unable to determine whether claimant has a valid claim against ERS or any of the other Title III debtors. In addition, proof of claim purports to assert, in part, liabilities associated with bond(s) and/or money loaned but fails to provide any basis or supporting documentation for asserting a claim against ERS, such that the Debtors are unable to determine whether claimant has a valid claim against ERS or any of the other Title III debtors. | | | | | | | |
| 6 | ROLLIN, STEVEN L 3716 COVERT RD WATERFORD, MI48328 | 2602 | Employees Retirement System of the Government of the Commonwealth of Puerto Rico | Unsecured \$45,000.00 | Puerto Rico Electric Power Authority | Unsecured | \$40,000.00 |
| Reason: Proof of claim purports to asserts liabilities of \$40,000 against ERS, but the proof of claim, supporting documentation, and/or review of the CUSIP information for the bond(s) at issue show that any liability for this portion of the claim would lie, if at all, under Puerto Rico Electric Power Authority. In addition, claimant purports to assert, in part, liability associated with bonds issued by HTA and failed to provide a basis for asserting a claim against ERS based on bonds issued by another of the Debtors. | | | | | | | |

Cuadragésima Quinta Objeción Colectiva**Anexo A - Reclamaciones contra el Deudor Incorrecto y Deficientes**

| NOMBRE | N.º DE RECLAMACIÓN | FORMULADAS | | | CORREGIDO | | |
|---|--------------------|--|---------------------|----------------|---|---------------------|----------------|
| | | DEUDOR | ESTADO DE PRIORIDAD | IMPORTE | DEUDOR | ESTADO DE PRIORIDAD | IMPORTE |
| 1 FUTURE HABITAT INC P.O BOX 1447 SABANA HOYOI, PR 00688 | 48810 | Sistema de Retiro de los Empleados del Gobierno del Estado Libre Asociado de Puerto Rico | No Garantizada | Indeterminado* | Autoridad de Energía Eléctrica de Puerto Rico | No Garantizada | Indeterminado* |
| Base para: La evidencia de reclamación pretende reclamar obligaciones por un monto indeterminado contra el ERS, pero la evidencia de reclamación, la documentación de respaldo y/o la revisión de la información del CUSIP del/de los bonos en disputa indican que cualquier obligación relativa a esta parte de la reclamación recaería, si fuere el caso, sobre la Autoridad de Energía Eléctrica de Puerto Rico. Además, el demandante pretende reclamar, en parte, obligaciones asociadas a bonos emitidos por la Corporación del Fondo de Interés Apremiante de Puerto Rico ("COFINA") pero omite proporcionar un fundamento para formular una reclamación contra el ERS, fundada en bonos emitidos por otro de los Deudores. Asimismo, el demandante pretende reclamar, en parte, una obligación vinculada a fondos mutuos y/o uno o más bonos no emitidos por el ERS o por ninguno de los otros deudores al amparo del Título III, pero omite proporcionar un fundamento o documentación de respaldo para formular una reclamación contra el ERS, de modo que los Deudores se ven impedidos de determinar si el demandante posee o no una reclamación válida contra el ERS o contra cualquier otro de los deudores al amparo del Título III. | | | | | | | |
| 2 FUTURE HABITAT, INC PO BOX 1447 SABANA HOYOS, PR 00688 | 33889 | Autoridad de Carreteras y Transportación de Puerto Rico | No Garantizada | Indeterminado* | Autoridad de Energía Eléctrica de Puerto Rico | No Garantizada | Indeterminado* |
| Base para: La evidencia de reclamación pretende reclamar obligaciones por un monto indeterminado contra la HTA, pero la evidencia de reclamación, la documentación de respaldo y/o la revisión de la información del CUSIP del/de los bonos en disputa indican que cualquier obligación relativa a esta parte de la reclamación recaería, si fuere el caso, sobre la Autoridad de Energía Eléctrica de Puerto Rico. Además, el demandante pretende reclamar, en parte, obligaciones asociadas a bonos emitidos por la Corporación del Fondo de Interés Apremiante de Puerto Rico ("COFINA") pero omite proporcionar un fundamento para formular una reclamación contra la HTA, fundada en bonos emitidos por otro de los Deudores. Asimismo, el demandante pretende reclamar, en parte, una obligación asociada a fondos mutuos y/o uno o más bonos no emitidos por la HTA o por ninguno de los otros deudores al amparo del Título III, pero omite proporcionar un fundamento o documentación de respaldo para formular una reclamación contra la HTA, de modo que los Deudores se ven impedidos de determinar si el demandante posee o no una reclamación válida contra la HTA o contra cualquier otro de los deudores al amparo del Título III. | | | | | | | |
| 3 GUJAVARTY, KRISHNA 49 DOLPHIN LANE EAST COPIAGUE, NY 11726 | 4501 | Autoridad de Carreteras y Transportación de Puerto Rico | No Garantizada | \$40,328.00 | El Estado Libre Asociado de Puerto Rico | No Garantizada | \$25,000.00 |
| Base para: La evidencia de reclamación pretende plantear una obligación de \$25,000.00 contra la HTA, pero la evidencia de reclamación, la documentación de respaldo y/o la revisión de la información del CUSIP del/de los bonos en disputa indican que cualquier obligación relativa a esta parte de la reclamación recaería, si fuere el caso, sobre el Estado Libre Asociado de Puerto Rico. Además, el demandante pretende reclamar, en parte, obligaciones asociadas a bonos emitidos por la Corporación del Fondo de Interés Apremiante de Puerto Rico ("COFINA") pero omite proporcionar un fundamento para formular una reclamación contra la HTA, fundada en bonos emitidos por otro de los Deudores. | | | | | | | |

Cuadragésima Quinta Objeción Colectiva**Anexo A - Reclamaciones contra el Deudor Incorrecto y Deficientes**

| FORMULADAS | | | | | CORREGIDO | | |
|---|--------------------|--|---------------------|-----------------|---|---------------------|---------------|
| NOMBRE | N.º DE RECLAMACIÓN | DEUDOR | ESTADO DE PRIORIDAD | IMPORTE | DEUDOR | ESTADO DE PRIORIDAD | IMPORTE |
| 4 ORTIZ RAMIREZ DE ARELLANO, CECILE WASHINGTON 65 CONDADO SAN JUAN, PR 00907-2106 | 6039 | Autoridad de Carreteras y Transportación de Puerto Rico | No Garantizada | \$4,033,100.00* | Autoridad de Energía Eléctrica de Puerto Rico | No Garantizada | \$210,000.00* |
| | | | | | El Estado Libre Asociado de Puerto Rico | No Garantizada | \$190,000.00* |
| | | | | | Subtotal | | \$400,000.00* |
| | | | | | Base para: La evidencia de reclamación pretende plantear una obligación de \$400,000 contra la HTA, pero la evidencia de reclamación, la documentación de respaldo y/o la revisión de la información de CUSIP del/de los bonos en disputa indican que cualquier obligación relativa a esta parte de la reclamación recaería, si fuere el caso, sobre la Autoridad de Energía Eléctrica de Puerto Rico y sobre la Autoridad de Energía Eléctrica de Puerto Rico por las sumas de \$210,000 y \$190,000, respectivamente. Además, el demandante pretende reclamar, en parte, obligaciones asociadas a bonos emitidos por la Corporación del Fondo de Interés Apremiante de Puerto Rico (“COFINA”) pero omite proporcionar un fundamento para formular una reclamación contra la HTA, fundada en bonos emitidos por otro de los Deudores. Asimismo, el demandante pretende reclamar, en parte, una obligación asociada a fondos mutuos y/o uno o más bonos no emitidos por la HTA o por ninguno de los otros deudores al amparo del Título III, pero omite proporcionar un fundamento o documentación de respaldo para formular una reclamación contra la HTA, de modo que los Deudores se ven impedidos de determinar si el demandante posee o no una reclamación válida contra la HTA o contra cualquier otro de los deudores al amparo del Título III. Asimismo, la evidencia de reclamación pretende invocar, en parte, una obligación vinculada a uno o más bonos y/o fondos tomados en préstamo, pero omite proporcionar un fundamento o documentación de respaldo para formular una reclamación contra la HTA, de modo que los Deudores se ven impedidos de determinar si el demandante posee o no una reclamación válida contra la HTA o contra cualquier otro de los deudores al amparo del Título III. | | |
| 5 ORTIZ RAMIREZ DE ARELLANO, CECILE WASHINGTON 65 CONDADO SAN JUAN, PR 00907-2106 | 6142 | Sistema de Retiro de los Empleados del Gobierno del Estado Libre Asociado de Puerto Rico | No Garantizada | \$4,033,100.00* | Autoridad de Energía Eléctrica de Puerto Rico | No Garantizada | \$210,000.00* |
| | | | | | El Estado Libre Asociado de Puerto Rico | No Garantizada | \$190,000.00* |
| | | | | | Subtotal | | \$400,000.00* |
| | | | | | Base para: La evidencia de reclamación pretende plantear una obligación de \$400,000 contra el ERS, pero la evidencia de reclamación, la documentación de respaldo y/o la revisión de la información del CUSIP del/de los bonos en disputa indican que cualquier obligación relativa a esta parte de la reclamación recaería, si fuere el caso, sobre la Autoridad de Energía Eléctrica de Puerto Rico y sobre el Estado Libre Asociado de Puerto Rico por las sumas de \$210,000 y \$190,000, respectivamente. Además, el demandante pretende reclamar, en parte, obligaciones asociadas a bonos emitidos por la Corporación del Fondo de Interés Apremiante de Puerto Rico (“COFINA”) pero omite proporcionar un fundamento para formular una reclamación contra el ERS, fundada en bonos emitidos por otro de los Deudores. Asimismo, el demandante pretende reclamar, en parte, una obligación vinculada a fondos mutuos y/o uno o más bonos no emitidos por el ERS o por ninguno de los otros deudores al amparo del Título III, pero omite proporcionar un fundamento o documentación de respaldo para formular una reclamación contra el ERS, de modo que los Deudores se ven impedidos de determinar si el demandante posee o no una reclamación válida contra el ERS o contra cualquier otro de los deudores al amparo del Título III. Además, la evidencia de reclamación pretende invocar, en parte, obligaciones asociadas a uno o más bonos y/o fondos tomados en préstamo, pero omite proporcionar un fundamento o documentación de respaldo para formular una reclamación contra el ERS, de modo tal que los Deudores se ven impedidos de determinar la validez de una reclamación contra el ERS o contra cualquier otro de los deudores al amparo del Título III. | | |
| 6 ROLLIN, STEVEN L 3716 COVERT RD WATERFORD, MI48328 | 2602 | Sistema de Retiro de los Empleados del Gobierno del Estado Libre Asociado de Puerto Rico | No Garantizada | \$45,000.00 | Autoridad de Energía Eléctrica de Puerto Rico | No Garantizada | \$40,000.00 |
| | | | | | Base para: La evidencia de reclamación pretende plantear una obligación de \$40,000 contra el ERS, pero la evidencia de reclamación, la documentación de respaldo y/o la revisión de la información del CUSIP del/de los bonos en disputa indican que cualquier obligación relativa a esta parte de la reclamación recaería, si fuere el caso, sobre la Autoridad de Energía Eléctrica de Puerto Rico. Asimismo, el demandante pretende reclamar, en parte, obligaciones asociadas a bonos emitidos por la HTA, pero omite proporcionar un fundamento para formular una reclamación contra el ERS fundada en los bonos emitidos por otro de los Deudores. | | |